

Press Release

SORIN GROUP: NOTICE OF STOCKHOLDERS' MEETING

The stockholders are called to a meeting that will be held on May 25, 2005, in ordinary and extraordinary session, to consider the following Agenda:

- **Ordinary session: Approve the financial statements at December 31, 2004 and the Report on Operations.**
- **Extraordinary session:**
 - 1) **Empower the Directors to a) issue convertible bonds and/or bonds with warrants attached in an amount that shall not exceed 150 million euros and b) increase the capital stock to accommodate the conversion of convertible bonds;**
 - 2) **Empower the Directors to carry out a contributory capital increase by an amount that shall not exceed 8.5 million euros, issuing for this purpose 8,500,000 common shares, which will be offered through subscription.**

Milan, April 26, 2005 – The stockholders are called to a meeting, convened in ordinary and extraordinary session, that will be held at 10:00 AM on May 25, 2005 at the offices of Meliorbanca S.p.A., 5 Via Borromei, Milan, on the first calling, or at 10:00 AM on May 26, 2005 at the Company's headquarters, 14 Via Borgonuovo, Milan, on the second calling, to consider the following Agenda:

Ordinary Session

- 1) Financial statements at December 31, 2004 and Report on Operations. Motions to cover the loss for the fiscal year.
- 2) Measures required pursuant to Article 2364, Section 2, of the Civil Code. Relevant resolutions.

Extraordinary Session

- 1) Empower the Directors to:
 - a) issue in one or more installments convertible bonds and/or bonds with warrants attached in an amount that shall not exceed 150 million euros, with authority to suspend preemptive rights when the offering is reserved for subscription by professional Italian investors and/or foreign institutional investors, for a maximum period of five years from the date of the resolution;
 - b) increase the capital stock to accommodate the conversion of any of the convertible bonds referred to in paragraph a) above that Sorin S.p.A. may

issue and the conversion of bonds convertible into Sorin common shares that Group subsidiaries may issue, in an amount that shall not exceed 150 million euros, for a maximum period five years from the date of the resolution, and amend accordingly Article 5 of the Bylaws.

- 2) Empower the Directors to carry out, by December 31, 2005, a contributory capital increase by an amount that shall not exceed 8.5 million euros, issuing for this purpose 8,500,000 common shares, which will be offered through subscription to the Chief Executive Officer and to top executives of Sorin S.p.A. and its subsidiaries, suspending the preemptive rights pursuant to Article 2441, Section Five and Eight, of the Italian Civil Code, and Article 134, Section Two, of Legislative Decree No. 58, in the manner and in accordance with criteria selected by the Board of Directors, and amend accordingly Article 5 of the Bylaws.

The motions to delegate powers to the Board of Directors, as allowed under Article 2420 *ter* of the Italian Civil Code, are being put forth for the purpose of equipping the Company with a flexible tool that will enable it to seize any investment opportunities that may become available in a changing market environment and/or execute transactions to reduce or restructure its indebtedness.

The Board of Directors reserves the right to determine if and when the exercise of the powers it receives from the Stockholders' Meeting is appropriate.

The Sorin Group (Reuters code: SORN.MI), a world leader in the development of medical technologies for cardiac surgery, offers innovative therapies for cardiac rhythm dysfunctions, interventional cardiology and the treatment of chronic kidney diseases. The companies of the Sorin Group are: Bellco, CarboMedics, COBE Cardiovascular, Dideco, ELA Medical, Mitroflow, Soludia, Sorin Biomedic and, Stöckert. The Sorin Group has about 4,800 employees working at facilities in more than 80 countries throughout the world to serve over 5,000 public and private treatment centers.

For additional information, please visit our website: **www.sorin.com**

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